



## Amendments – Forms 2 and 9

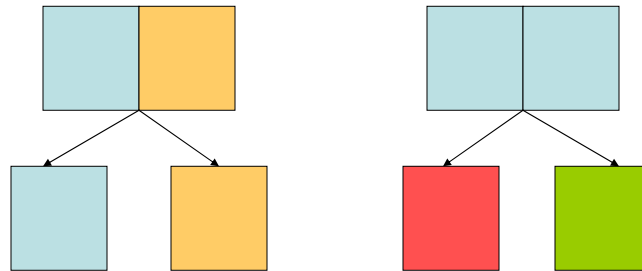
- The certificate of organization is usually relatively brief, and thus the occasions on which it will need to be amended will be limited.
- The registered office may be changed by filing a certificate of change under 15 Pa.C.S. § 8906 instead of an amendment. See Form 9.
- If the certificate is being restated, a special provision is required.

## Mergers – Forms 3 and 4

- The contents of the certificate of merger are prescribed by 15 Pa.C.S. § 8958.
- The contents of the plan of merger are less rigidly prescribed. *Cf.* 15 Pa.C.S. § 8957(a).
- Tax clearance certificates will be required if the survivor is a nonqualified foreign association. See 15 Pa.C.S. § 139.

## Divisions – Forms 5-7

- There are two plans of division, depending on whether the dividing LLC will survive the division.



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## Dissolution – Form 8

- Tax clearance certificates must be filed with the certificate of dissolution.
- Unlike with corporations, advertising is not required in connection with the dissolution of an LLC.
- Filing of the certificate of dissolution starts the running of a two-year statute of limitations.

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